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Brisar Industries, Inc., Delvco Pharma Packaging Services, Inc. and Brisar Holdings, LLC

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:	:	(Jointly Administered
	:	Under Case No. 09-38357)
BRISAR INDUSTRIES, INC., et al.,	:	Chapter 11 Case Nos. 09-38357; 09-38360
Debtors.	:	and 09-38362 (NLW)
	:	
	:	

**CERTIFICATION OF MARK COHEN IN SUPPORT OF VARIOUS
FIRST DAY MATTERS**

I, **MARK COHEN**, of full age, hereby certifies as follows:

1. My name is Mark Cohen. I am the president of Debtors Brisar Industries, Inc. (“Brisar”), the executive vice-president of Delvco Pharma Packaging Services, Inc. (“Delvco”) and the managing member of Brisar Holdings, LLC (“Brisar Holdings”) (collectively, the “Debtors”).

2. I make this Certification in support of various motions being filed, including a motion for authorization, *nunc pro tunc*, to October 23, 2009, to use cash collateral and to pay pre-petition employee wages and benefits. I also make this

Certification to take the opportunity to advise the Court of the Debtors' various businesses, the events that lead to this bankruptcy, and what the Debtors plan to accomplish during this bankruptcy process.

3. Incorporated in 1987, Brisar Industries, Inc. started a contract packaging operation in a leased 30,000 square foot facility in Clifton, New Jersey. Brisar's customer base consisted of small, medium and large consumer product companies. Our concentration was secondary packaging including: Blister Carding, Shrink Wrapping, Radio Frequency Sealing and assorted hand assembly operations. As an adjunct to Brisar's packaging services, we also sold Thermoformed Plastics made by a local manufacturer.

4. In 1990 Brisar's business growth required expansion. Brisar leased a new 50,000 square foot Warehouse and Production facility, in Clifton, New Jersey. Brisar's customer base and business continued to grow with new customers like Gillette, Colgate Palmolive, Unilever, Playtex and others. Brisar Increased number of production lines to help fuel growth while remaining cost competitive against foreign competition.

5. In 1999 Brisar purchased a 90,000 square foot building in Paterson, New Jersey to allow for continued growth. New packaging systems (Overwrapping) and productivity improvements were introduced into the operations to compete in other packaging markets.

6. An opportunity was presented to Brisar by Cardinal Health in 2002 to purchase it's Philadelphia operation, Packaging Coordinators, Inc. (PCI/Delvco), which included FDA approved packaging operations that would allow for growth into new markets including OTC products, Medical Devices, Thermoforming operations and a the assumption of a contract with Hershey Foods for the filling of Ice Breakers Mints in tins.

Since a significant amount of our business was Thermoform plastics that were purchased on the outside, the vertical integration of Thermoforming would improve profitability and allow us to remain competitive. After months of negotiations the contract for purchase of the assets of the operation was signed in April 2003.

7. Funding was provided by two sources, Sovereign Bank with a traditional lending relationship, and Penn Mezzanine Capital, which was a non-traditional funding company. In addition, two new legal entities were formed for this transaction: one Delvco Pharma Packaging Services, Inc became the operating company for Thermoforming and Pharma Packaging Services. The name Delvco was used to maintain continuity with our customer base. The operating company's assets included: equipment and machinery, inventory, customers, and trade name. The second entity formed was Brisar Holdings, which owned the facility at 1200 East Erie Ave., Philadelphia, Pennsylvania. This facility was leased to Delvco Pharma for continued production operations.

8. The asset purchase was split into two closings; one for the building and the other for the equipment and customers. In between the closings, we were made aware that Hershey Foods had decided to vertically integrate the packaging of the Ice Breakers into one of their own plant operations. The original sales volume for the operation was \$6,000,000; Hersey represented \$3,000,000 of the sales. We now had the task of rebuilding the sales at this facility

9. Over the next 12 months we developed and designed new programs that increased sales and tuned an unprofitable operation in 2004 to become profitable in 2005. Using a knowledge base from the Philadelphia operation, we obtained FDA approval of the Paterson facility for OTC products and Medical Devices.

10. Again in 2006 we experienced a downturn in sales as major consumer products companies looked to become more “green” and started to eliminate plastics (Thermoform) from its list of packaging materials. It only took a matter of months and almost \$4,000,000 of sales went to different packaging alternatives.

11. In 2007 we had to start to reinvent ourselves again. We looked for new opportunities and in 2008 absorbed the production operations of a competitor “Gomez Packaging Corp” which brought new sales and production requirements into Brisar. We then continued to upgrade our Quality Systems and obtained ISO 9001 and ISO 13485 approval for the Paterson facility, which is an international standard covering a company’s Standard Operating Procedure (“SOP”) and Good Manufacturing Policies (“GMP”). Thermoform plastics started to make a comeback and we saw new and continued growth in this market. We started a Tool shop within the Paterson operation to make our own Thermoforming Tools, Blister & RF Sealing Tools. This allowed us to win bids for all these processes since we controlled them under one roof. This has also become a profit center for Brisar.

12. With significant debt incurred prior to 2007, Brisar’s lending institution (Banco Popular) started to exert pressure over cash flow and put in place controls over all aspects of receivables which limited our ability to pay other secured and unsecured creditors. We attempted to sell both the Paterson & Philadelphia facilities to recapitalize our business. The Philadelphia operation would be moved to North Jersey, and we would have a sale, lease back on the Paterson facility. We had two contracts for the Paterson building, but neither purchaser could obtain a mortgage during tight credit times. We now have a contract for sale of the Philadelphia operation that will pay down on debt to Banco Popular, but will still leave a short fall to the second mortgage holder Penn Mezzanine

Fund. Closing on the sale is expected after the first of the year in either late January or February, 2010.

13. Our Business Plan going forward is to move the necessary equipment from Philadelphia to Paterson, New Jersey to perform Thermoforming operations and additional Contract Packaging Services. Prior to vacating the building in Philadelphia, we will sell the remaining assets at auction to help pay down the debt. By concentrating our business in one facility we cut \$450-500,000 in operating expenses. Since a significant amount of our Thermoform plastics are used in our Contract Packaging operation, we save freight costs from Plant to Plant. With the current management team, the additional personal needed to integrate Thermoforming into the Paterson operation is minimal. Our work force, which is over 100 employees (which include employees hired through staffing agencies), is well trained, highly supervised, very motivated and quality conscious. The backbone of our business is our employees, and they will benefit with job security as a result of this re-organization.

I understand that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

**BRISAR INDUSTRIES, INC.
DELVCO PHARMA PACKAGING SERVICES,
INC. AND BRISAR HOLDINGS, LLC**

By: 
MARK COHEN

DATED: October 28, 2009

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